

HERRICK, FEINSTEIN, LLP
Two Park Avenue
New York, New York 10016
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Sean E. O'Donnell
Stephen B. Selbst
Steven B. Smith
Christopher Carty

*Special Conflicts Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
Debtors¹ : (Jointly Administered)
: :
: :
----- X

**TWELFTH MONTHLY FEE STATEMENT OF HERRICK, FEINSTEIN LLP
FOR PROFESSIONAL SERVICES RENDERED AND DISBURSEMENTS INCURRED
AS SPECIAL CONFLICTS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR THE PERIOD OF
NOVEMBER 1, 2020 THROUGH NOVEMBER 30, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

Name of Applicant:	Herrick, Feinstein LLP
Authorized to Provide Professional Services To:	Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	March 22, 2019 <i>nunc pro tunc</i> to January 2, 2019
Period for Which Compensation and Reimbursement Is Sought:	November 1, 2020 through November 30, 2020
Monthly Fees Incurred:	\$186,197.50
20% Holdback:	\$37,239.50
Total Compensation Less 20% Holdback:	\$148,958.00
Monthly Expenses Incurred:	\$15,799.23
Total Fees and Expenses Requested:	\$164,757.23

This is a x monthly interim final application

Herrick Feinstein LLP (“Herrick Feinstein”), special conflicts counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holding Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby respectfully submits this statement of fees and disbursements (the “Twelfth Combined Monthly Fee Statement”) covering the period from November 1, 2020 through November 30, 2020 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Twelfth Combined Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions, Herrick Feinstein requests (a) interim allowance and payment of compensation in the amount of \$148,958.00 (80% of \$186,197.50) for fees on account of reasonable and necessary professional services rendered to the Creditors’ Committee by Herrick Feinstein, and (b) reimbursement of actual and necessary costs and

expenses in the amount of \$15,799.23 incurred by Herrick Feinstein during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Herrick Feinstein professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Herrick Feinstein for services rendered to the Creditors' Committee are the same rates that Herrick Feinstein charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Herrick Feinstein professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Herrick Feinstein professional and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Twelfth Combined Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji ([email: mmeghji@miiipartners.com](mailto:mmeghji@miiipartners.com)); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Eighth Avenue, New York, NY 10153, Attention: Ray C. Schrock ([email: ray.schrock@weil.com](mailto:ray.schrock@weil.com)), Jacqueline Marcus ([email: jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)), Garrett A. Fail ([email: garrettlail@weil.com](mailto:garrettlail@weil.com)), and Sunny Singh ([email: sunny.singh@weil.com](mailto:sunny.singh@weil.com)); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg ([e-mail: paul.schwartzberg@usdoj.gov](mailto:paul.schwartzberg@usdoj.gov)) and Richard Morrissey ([e-mail: richard.morrissey@usdoj.gov](mailto:richard.morrissey@usdoj.gov)); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake ([email: paul.leake@skadden.com](mailto:paul.leake@skadden.com)), Shana A. Elberg ([email: shana.elberg@skadden.com](mailto:shana.elberg@skadden.com)) and George R. Howard ([email: george.howard@skadden.com](mailto:george.howard@skadden.com)); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 ([e-mail: harnerp@ballardspahr.com](mailto:harnerp@ballardspahr.com)); (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott ([e-mail: marriott@ballardspahr.com](mailto:marriott@ballardspahr.com)) and Tobey M. Daluz ([e-mail: dalurt@ballardspahr.com](mailto:dalurt@ballardspahr.com)); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Philip C. Dublin ([email: pdublin@akingump.com](mailto:pdublin@akingump.com)), Ira S. Dizengoff ([email: idizengoff@akingump.com](mailto:idizengoff@akingump.com)) and Sara Lynne Brauner ([email: sbrauner@akingump.com](mailto:sbrauner@akingump.com)), (collectively, the “Notice Parties”).

Objections to this Twelfth Combined Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **December 29, 2020**

(the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Twelfth Combined Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Twelfth Combined Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Twelfth Combined Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

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Dated: New York, New York
December 14, 2020

HERRICK FEINSTEIN LLP

By: /s/ Stephen B. Selbst
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Steven B. Smith
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*Special Conflicts Counsel to the Official
Committee of Unsecured Creditors of Sears
Holdings Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Sean E. O'Donnell	Restructuring & Finance Litigation	1998	\$1025.00	.3	\$307.50
Christopher W. Carty	Restructuring & Finance Litigation	2010	\$785.00	20.1	\$15,778.50
Total Partners				20.4	\$16,086.00
COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Kyle J. Kolb	Restructuring & Finance Litigation	2012	\$610.00	37.7	\$22,997.00
Total Counsel				37.7	\$22,997.00
ASSOCIATES	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Heather M. Zimmer	Restructuring & Finance Litigation	2017	\$435.00	119.4	\$51,939.00
Nicholas Veliky	Restructuring & Finance Litigation	2015	\$470.00	.7	\$329.00
Gabrielle R. Fromer	Restructuring & Finance Litigation	2018	\$420.00	29.3	\$12,306.00
Elizabeth J. Plowman	Restructuring & Finance Litigation	2018	\$420.00	10.8	\$4,536.00
Silvia Stockman	Restructuring & Finance Litigation	2016	\$435.00	12.6	\$5,481.00
Daniel Field	Restructuring & Finance Litigation	2016	\$435.00	45.3	\$19,705.50
Rodger Quigley	Restructuring & Finance Litigation	2017	\$420.00	109.4	\$45,948.00

Conor Anderson	Restructuring & Finance Litigation	2017	\$415.00	7.8	\$3,237.00
Total Associates				335.5	\$143,481.50

PARALEGALS/ NON- LEGAL STAFF	DEPARTMENT	RATE	HOURS	AMOUNT
Linda Schepp	Restructuring & Finance Litigation	\$335.00	8.4	\$2,814.00
Larisa Poretsky	Litigation	390.00	2.1	\$819.00
Total Paralegals/ Non- Legal Staff			10.5	\$3,633.00

EXHIBIT B

Task Code Summary

Task Code	HOURS	AMOUNT (\$)
Fee/Employment Applications - B160	8.0	\$5,450.50
Contested Matters (exclu. Assumption/rejection) – B190	22.2	\$11,158.50
Jointly Asserted Causes of Action	373.7	\$169,588.50
Total	403.9	\$186,197.50

Exhibit C

Itemized Fees



Official Committee of Unsecured Creditors of Sears Holdings
Attn: Ron Tucker
225 W. Washington Street
Indianapolis, IN 46204

December 14, 2020
Invoice Number: 540575
Matter Number: 19609.0001
Tax ID: 1662

Re: **Sears Bankruptcy**

Fees for legal services rendered through November 30, 2020	\$16,609.00
Expenses posted through November 30, 2020	15,331.28
TOTAL	<u>\$31,940.28</u>
Unpaid balance from previous invoice(s)	\$36,984.50
Total Due Now	\$68,924.78

Kindly return this page with your check payment to:
Herrick, Feinstein LLP
2 Park Avenue
New York, NY 10016

Send wire payments to:
Citibank, N.A.
ABA Number: 0089
Account Number: 6165
SWIFT #:

PLEASE REMIT PAYMENT WITHIN 30 DAYS

HERRICK, FEINSTEIN LLP • Two Park Avenue • New York, NY 10016 • Phone: 212.592.1400 • Fax: 212.592.1500



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LEGAL SERVICES RENDERED:

<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
11/05/20	K. Kolb	B190	Draft outline of potential claims.	0.80
11/05/20	G. Fromer	B190	Draft deposition outline and email Kyle Kolb regarding the same.	2.40
11/05/20	G. Fromer	B190	Email Linda Schepp regarding gathering exhibits cited in deposition outline.	0.10
11/05/20	L. Schepp	B190	Compile cited exhibits in Omega's Objections for attorney review.	2.30
11/06/20	G. Fromer	B190	Email paralegal regarding exhibits for deposition outline.	0.10
11/06/20	L. Schepp	B190	Compile additional documents for Barclays proffer.	0.70
11/09/20	K. Kolb	B190	Analyze draft deposition outline.	0.20
11/12/20	C. Carty	B160	Review and comment on fee statement.	0.50
11/13/20	L. Poretsky	B160	Revise, redact and finalize Eleventh Monthly Fee Statement and e-file; e-mail to Prime Clerk to request service of the filed statement.	1.00
11/17/20	K. Kolb	B190	Revise Barclays outline.	1.00
11/17/20	K. Kolb	B190	Revise memo regarding investigation status.	1.20
11/17/20	G. Fromer	B190	Email Kyle Kolb regarding deposition exhibits.	0.10
11/18/20	K. Kolb	B190	Revise Barclays deposition materials.	2.20
11/18/20	G. Fromer	B190	Review revisions to deposition outline.	0.10
11/19/20	K. Kolb	B190	Draft witness affidavits for use in investigation.	2.60
11/19/20	G. Fromer	B190	Review relevant documents and revise deposition outline.	3.20
11/19/20	G. Fromer	B190	Discuss deposition timeline and strategy with Kyle Kolb.	0.10
11/19/20	L. Schepp	B190	Update documents in the Barclays proffer.	0.90
11/20/20	K. Kolb	B190	Draft affidavit for use in investigation.	1.20
11/20/20	G. Fromer	B190	Revise Affirmation.	0.80
11/23/20	K. Kolb	B190	Draft additional affidavit for consideration in investigation.	0.90
11/23/20	K. Kolb	B190	Emails with opposing counsel regarding proffer.	0.20
11/24/20	C. Carty	B160	Analyze issues related to Sears fee statements and interim fee application.	3.20
11/29/20	K. Kolb	B190	Revise deposition outline.	0.40
11/30/20	C. Carty	B160	Analyze issues related to Sears fee statements and interim fee application; call with M-III re same.	2.20
11/30/20	K. Kolb	B190	Revise deposition outline.	0.40
11/30/20	K. Kolb	B190	Revise affidavit for use in investigation.	0.30



Invoice Number: 540575
Matter Number: 19609.0001
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<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
11/30/20	L. Poretsky	B160	Review information needed for the third fee application, prepare and submit request to billing department for information related to the third fee application; begin drafting third fee application.	1.10
TOTAL				\$16,609.00

LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Carty	5.90	785.00	4,631.50
G. Fromer	6.90	420.00	2,898.00
K. Kolb	11.40	610.00	6,954.00
L. Poretsky	2.10	390.00	819.00
L. Schepp	3.90	335.00	1,306.50
TOTAL	30.20		\$16,609.00

DISBURSEMENTS:

	<u>AMOUNT</u>
Duplication	2.52
E-Discovery Data Hosting	115.00
Expert Witness Fees	15,075.00
Online Research	32.46
Other	70.00
Pacer Charges	36.30
TOTAL:	\$15,331.28

TASK SUMMARY

<u>Task Code</u>	<u>Task Description</u>	<u>Hours</u>	<u>Amount</u>
B160	Fee/Employment Applications	8.00	5,450.50
B190	Other Contested Matters	22.20	11,158.50
TOTALS		30.20	\$16,609.00



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PREVIOUS BILLS OUTSTANDING

<u>Invoice #</u>	<u>Invoice Date</u>	<u>Original Amount</u>	<u>Less Credits Applied</u>	<u>Balance</u>
356647	07/16/20	62,817.18	60,748.68	2,068.50
358157	08/24/20	43,825.32	36,934.32	6,891.00
538311	10/22/20	279,109.04	253,931.24	25,177.80
539160	11/12/20	24,329.85	21,482.65	2,847.20
Total Outstanding				\$36,984.50



Official Committee of Unsecured Creditors of Sears Holdings
Attn: Ron Tucker
225 W. Washington Street
Indianapolis, IN 46204

December 14, 2020
Invoice Number: 540525
Matter Number: 19609.0002
Tax ID: 1662

Re: **Jointly Asserted Causes of Action**

Fees for legal services rendered through November 30, 2020	\$169,588.50
Expenses posted through November 30, 2020	467.95
TOTAL	<u>\$170,056.45</u>
Unpaid balance from previous invoice(s)	\$309,698.94
Total Due Now	\$479,755.39

Kindly return this page with your check payment to:
Herrick, Feinstein LLP
2 Park Avenue
New York, NY 10016

Send wire payments to:
Citibank, N.A.
ABA Number: 0089
Account Number: 6165
SWIFT #:

PLEASE REMIT PAYMENT WITHIN 30 DAYS

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LEGAL SERVICES RENDERED:

<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
11/01/20	D. Field	B190	Review documents produced in adversary proceeding.	0.70
11/01/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and draft chart incorporating information from same.	0.70
11/02/20	C. Carty	B190	Review and analyze key documents.	1.50
11/02/20	K. Kolb	B190	Analyze key documents produced by professionals in response to subpoenas.	3.00
11/02/20	K. Kolb	B190	Revise summaries of key documents produced in response to subpoenas.	2.80
11/02/20	G. Fromer	B190	Conduct second level review of documents relating to pre-Seritage issues.	1.20
11/02/20	R. Quigley	B190	Analyze and code documents in productions.	7.50
11/02/20	H. Zimmer	B190	Confer with Linda Schepp and Kyle Kolb in connection with review of documents produced in adversary proceeding.	0.10
11/02/20	H. Zimmer	B190	Review email from Kyle Kolb concerning the review of documents produced in adversary proceeding.	0.10
11/02/20	L. Schepp	B190	Compile relevant hot documents for second level attorney review, per K. Kolb.	1.30
11/03/20	K. Kolb	B190	Revise summaries of key documents produced by debtors' professionals.	2.10
11/03/20	K. Kolb	B190	Analyze documents produced by professionals and supervise second level review process.	1.20
11/03/20	R. Quigley	B190	Analyze and code documents in productions.	5.40
11/03/20	S. Stockman	B190	Continue 2L Review.	3.80
11/03/20	H. Zimmer	B190	Email counsel for UBS concerning production in response to subpoena.	0.10
11/03/20	H. Zimmer	B190	Confer with Linda Schepp concerning UBS production.	0.10
11/03/20	H. Zimmer	B190	Confer with Chris Carty concerning UBS production in response to subpoena.	0.10
11/03/20	H. Zimmer	B190	Confer with counsel for UBS concerning UBS production in response to subpoena.	0.10
11/03/20	H. Zimmer	B190	Confer with Kyle Kolb concerning chart incorporation information from review of documents produced in adversary proceeding and review revisions on same.	0.40
11/03/20	H. Zimmer	B190	Email Chris Carty concerning call with UBS counsel in connection with subpoena production.	0.20
11/03/20	H. Zimmer	B190	Review letter from UBS in connection with subpoena response and voicemail from counsel from UBS in	0.30



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<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
			connection with same.	
11/03/20	H. Zimmer	B190	Confer with Linda Schepp and H5 concerning UBS production.	0.10
11/03/20	L. Schepp	B190	Work with attorneys regarding new production from UBS.	0.80
11/04/20	K. Kolb	B190	Analyze documents produced by professionals in response to subpoenas.	0.50
11/04/20	K. Kolb	B190	Discuss and revise summaries of key documents produced by professionals.	0.20
11/04/20	D. Field	B190	Review documents produced in adversary proceeding.	0.30
11/04/20	R. Quigley	B190	Analyze and code documents in productions.	3.20
11/04/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.50
11/04/20	H. Zimmer	B190	Confer with Linda Schepp and H5 concerning UBS production.	0.20
11/04/20	H. Zimmer	B190	Analyze email from UBS concerning their production in response to subpoena.	0.10
11/04/20	L. Schepp	B190	Work with vendor regarding upload of UBS document production.	2.10
11/05/20	C. Carty	B190	Review and analyze key documents.	1.80
11/05/20	K. Kolb	B190	Supervise second level review and analyze documents produced by debtors professionals.	1.40
11/05/20	D. Field	B190	Review documents produced in adversary proceeding.	0.90
11/05/20	G. Fromer	B190	Conduct second level review of documents relating to pre-Seritage transactions.	2.30
11/05/20	R. Quigley	B190	Analyze and code documents and productions.	1.90
11/05/20	N. Veliky	B190	Analyze documents produced in adversary proceeding.	0.70
11/05/20	H. Zimmer	B190	Confer with Nicholas Veliky concerning review of documents produced in adversary proceeding.	0.20
11/05/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and draft chart summarizing information from same.	1.10
11/05/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and draft chart summarizing information from same.	3.10
11/06/20	K. Kolb	B190	Analyze key documents produced in response to subpoenas.	1.60
11/06/20	D. Field	B190	Review documents produced in adversary proceeding.	1.60
11/06/20	R. Quigley	B190	Analyze and code documents in productions.	5.50
11/06/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	3.10
11/06/20	H. Zimmer	B190	Confer with H5 concerning UBS production.	0.10
11/08/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.10
11/09/20	K. Kolb	B190	Supervise second level review and analyze key documents produced in response to subpoenas.	0.20



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<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
11/09/20	D. Field	B190	Review documents produced in adversary proceeding.	3.10
11/09/20	G. Fromer	B190	Conduct second level review of documents related to pre-Seritage transactions.	2.70
11/09/20	R. Quigley	B190	Analyze and code documents in productions.	7.20
11/09/20	H. Zimmer	B190	Analyze documents produced in the adversary proceeding.	1.00
11/09/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.50
11/09/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and review comments by Gabrielle Fromer in connection with same.	0.20
11/09/20	H. Zimmer	B190	Review communication from GF concerning document produced in adversary proceeding and review document produced in adversary proceeding.	0.20
11/10/20	C. Carty	B190	Review and analyze key documents and analyze potential claims.	1.70
11/10/20	K. Kolb	B190	Analyze key documents and supervise second level review.	0.70
11/10/20	K. Kolb	B190	Analyze documents produced by debtors' professionals in response to subpoena.	0.60
11/10/20	C. Anderson	B190	Review document production for relevant documents and issues.	3.60
11/10/20	D. Field	B190	Review documents produced in adversary proceeding.	1.60
11/10/20	R. Quigley	B190	Analyze and code documents in productions.	5.20
11/10/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	3.40
11/10/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
11/10/20	H. Zimmer	B190	Confer with Chris Carty concerning review of documents produced in adversary proceeding and case status.	0.10
11/11/20	K. Kolb	B190	Analyze key documents produced in response to subpoenas.	1.20
11/11/20	C. Anderson	B190	Review document production for relevant documents and issues.	2.70
11/11/20	D. Field	B190	Review documents produced in adversary proceeding.	2.60
11/11/20	G. Fromer	B190	Review email from Heather Zimmer regarding focus of document review.	0.10
11/11/20	G. Fromer	B190	Conduct second level review of documents related to pre-Seritage transactions.	0.90
11/11/20	R. Quigley	B190	Analyze and code documents in productions.	2.10
11/11/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	3.00
11/11/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.70
11/11/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and draft chart incorporating information from same.	0.50



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<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
11/11/20	H. Zimmer	B190	Confer with Kyle Kolb on review of documents produced in adversary proceeding and e-mail Herrick Team regarding progress of review of documents.	0.20
11/11/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.20
11/11/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.20
11/12/20	D. Field	B190	Review documents produced in adversary proceeding.	2.40
11/12/20	G. Fromer	B190	Conduct second level review of documents related to pre-Seritage transactions.	0.20
11/12/20	R. Quigley	B190	Analyze and code documents in productions.	3.00
11/12/20	S. Stockman	B190	Continue 2L review of documents.	5.30
11/12/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.90
11/12/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and incorporate information from same into chart.	1.50
11/12/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and incorporate information from same into chart.	3.10
11/12/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.30
11/12/20	H. Zimmer	B190	Confer with Kyle Kolb concerning Blackstone subpoena.	0.10
11/12/20	L. Schepp	B190	Revise second level searches for attorney review.	0.30
11/13/20	D. Field	B190	Review documents produced in adversary proceeding.	1.60
11/13/20	G. Fromer	B190	Conduct second level review of documents related to pre-Seritage transactions.	1.40
11/13/20	R. Quigley	B190	Analyze and code documents in productions.	4.40
11/13/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.00
11/13/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.00
11/13/20	H. Zimmer	B190	Email counsel for Blackstone with regard to their production in response to the subpoena served on them.	0.10
11/13/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and incorporate information into chart.	2.70
11/13/20	H. Zimmer	B190	Email Kyle Kolb and Chris Carty concerning Blackstone subpoena.	0.10
11/13/20	H. Zimmer	B190	Analyze email from counsel for Blackstone concerning subpoena.	0.10
11/14/20	H. Zimmer	B190	Email counsel for Blackstone concerning subpoena.	0.10
11/14/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.10
11/15/20	C. Carty	B190	Analyze issues related to motion for stay.	1.50
11/15/20	C. Carty	B190	Review draft stipulation regarding partial stay.	0.50
11/15/20	D. Field	B190	Review documents produced in adversary proceeding.	3.10
11/15/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.30
11/16/20	C. Carty	B190	Call with D. Chapman regarding status of litigation.	0.40



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<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
11/16/20	K. Kolb	B190	Supervise second level review and analyze documents produced by professionals.	1.40
11/16/20	K. Kolb	B190	Analyze issues related to stay motion.	0.20
11/16/20	C. Anderson	B190	Review document production for relevant documents and issues.	0.90
11/16/20	D. Field	B190	Review documents produced in adversary proceeding.	2.40
11/16/20	G. Fromer	B190	Conduct second level review of documents related to pre-Seritage transactions.	4.00
11/16/20	G. Fromer	B190	Email Kyle Kolb regarding document review.	0.10
11/16/20	G. Fromer	B190	Review internal memo on background of related party financings to prepare to review documents related to related party financings.	0.50
11/16/20	G. Fromer	B190	Conduct second level review of documents related to related party financing transactions.	1.50
11/16/20	E. Plowman	B190	Review and analyze documents in adversary proceeding.	2.10
11/16/20	R. Quigley	B190	Review and code documents in productions.	6.10
11/16/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.50
11/16/20	H. Zimmer	B190	Confer with Kyle Kolb, Gabrielle Fromer, and Daniel Field concerning review of documents produced in adversary proceeding.	0.10
11/16/20	H. Zimmer	B190	Analyze email and attachments from Akin Gump to Judge Drain and counsel concerning litigation status and stipulation.	0.20
11/16/20	H. Zimmer	B190	Analyze email and attachments from Chris Carty concerning case status.	0.40
11/16/20	H. Zimmer	B190	Confer with counsel for Blackstone and Wilmer Hale concerning subpoena to Blackstone.	0.10
11/16/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.40
11/16/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
11/16/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
11/16/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.30
11/17/20	C. Carty	B190	Meet and confer call with Blackstone re third party subpoena and prepare for same.	0.70
11/17/20	C. Carty	B190	Call with Sears team re update re temporary stay and status of document review.	0.50
11/17/20	S. O'Donnell	B185	Team call.	0.30
11/17/20	K. Kolb	B190	Supervise second level review.	0.40
11/17/20	K. Kolb	B190	Prepare for and attend meet and confer with Blackstone's counsel	0.50
11/17/20	K. Kolb	B190	Discuss stay and discovery status.	0.30
11/17/20	D. Field	B190	Review documents produced in adversary proceeding.	3.60



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<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
11/17/20	G. Fromer	B190	Conduct second level review of documents related to related party financing transactions.	2.20
11/17/20	G. Fromer	B190	Review email from Kyle Kolb regarding document review.	0.10
11/17/20	E. Plowman	B190	Review and analyze docs in adversary proceeding.	2.20
11/17/20	R. Quigley	B190	Analyze and code documents in productions.	1.60
11/17/20	H. Zimmer	B190	Analyze email from Kyle Kolb regarding status of review of documents produced in adversary proceeding and confer with KK on same	0.10
11/17/20	H. Zimmer	B190	Confer with Chris Carty and Kyle Kolb on Blackstone subpoena and status.	0.10
11/17/20	H. Zimmer	B190	Confer with Chris Carty and Kyle Kolb concerning status of litigation and discovery.	0.20
11/17/20	H. Zimmer	B190	Draft and revise notes from call with Ropes & Gray and WilmerHale on Blackstone subpoena.	0.20
11/17/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.20
11/17/20	H. Zimmer	B190	Conference call with Ropes & Gray and WilmerHale on Blackstone subpoena.	0.30
11/17/20	H. Zimmer	B190	Prepare for and attend conference call with Chris Carty, Sean O'Donnell, and Kyle Kolb concerning case status.	0.40
11/17/20	H. Zimmer	B190	Email WLRK in connection with status of production in response to subpoena.	0.10
11/17/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
11/17/20	H. Zimmer	B190	Confer with Chris Carty and Kyle Kolb on status of negotiations with WLRK and Blackstone for productions to subpoena served on them.	0.20
11/18/20	K. Kolb	B190	Analyze key documents produced by debtor's professionals	0.30
11/18/20	D. Field	B190	Review documents produced in adversary proceeding.	1.90
11/18/20	E. Plowman	B190	Review and analyze documents in adversary proceeding.	2.10
11/18/20	R. Quigley	B190	Analyze and code documents in productions.	7.20
11/18/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	4.00
11/18/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	3.00
11/18/20	H. Zimmer	B190	Analyze email from Wachtell concerning production in response to subpoena.	0.10
11/19/20	K. Kolb	B190	Supervise second level review.	0.30
11/19/20	D. Field	B190	Review documents produced in adversary proceeding.	3.00
11/19/20	G. Fromer	B190	Conduct second level review of documents relating to related party financing transactions.	1.40
11/19/20	R. Quigley	B190	Analyze and code documents in productions.	6.40
11/19/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	3.70



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<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
11/19/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.70
11/19/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.60
11/20/20	K. Kolb	B190	Supervise second level review and analyze key documents produced in response to subpoenas	0.80
11/20/20	D. Field	B190	Review documents produced in adversary proceeding.	1.10
11/20/20	G. Fromer	B190	Conduct second level review of documents relating to related party financing transactions.	1.90
11/20/20	R. Quigley	B190	Analyze and code documents in productions.	4.60
11/20/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.10
11/20/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding and update review memoranda	2.10
11/21/20	R. Quigley	B190	Analyze and code documents in productions.	3.50
11/21/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.60
11/22/20	D. Field	B190	Review documents produced in adversary proceeding.	2.90
11/22/20	R. Quigley	B190	Analyze and code documents in productions.	2.40
11/22/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.20
11/22/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.80
11/23/20	K. Kolb	B190	Analyze key documents produced by debtors' professionals.	4.00
11/23/20	K. Kolb	B190	Email to opposing counsel regarding subpoena compliance.	0.10
11/23/20	D. Field	B190	Review documents produced in adversary proceeding.	2.60
11/23/20	G. Fromer	B190	Conduct second level review of documents related to related party financing transactions.	1.70
11/23/20	R. Quigley	B190	Analyze and code documents in productions.	9.60
11/24/20	K. Kolb	B190	Analyze key documents produced in response to subpoenas.	2.20
11/24/20	D. Field	B190	Review documents produced in adversary proceeding.	3.40
11/24/20	R. Quigley	B190	Analyze and code documents in productions.	3.90
11/24/20	S. Stockman	B190	Continue 2LR review.	0.90
11/24/20	H. Zimmer	B190	Analyze email from Kyle Kolb to Blackstone with regard to subpoena production.	0.10
11/25/20	C. Carty	B190	Analyze potential claims and causes of action; review and analyze key documents.	4.20
11/25/20	R. Quigley	B190	Analyze and code documents in productions.	9.80
11/25/20	S. Stockman	B190	Continue 2L review.	2.60
11/25/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.80
11/25/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.30
11/25/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
11/26/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00



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<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
11/26/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
11/27/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	3.00
11/27/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.90
11/27/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.50
11/28/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
11/28/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.10
11/28/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.20
11/29/20	D. Field	B190	Review documents produced in adversary proceeding.	3.10
11/29/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	4.00
11/29/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	0.40
11/29/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	3.70
11/29/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.40
11/29/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.00
11/29/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	1.00
11/30/20	C. Carty	B190	Analyze potential claims and causes of action; review and analyze key documents.	1.40
11/30/20	K. Kolb	B190	Supervise second level review and analyze key documents.	0.30
11/30/20	C. Anderson	B190	Review and analyze document production for relevant issues and documents.	0.60
11/30/20	D. Field	B190	Review documents produced in adversary proceeding.	3.40
11/30/20	G. Fromer	B190	Discuss document review with Elizabeth Plowman.	0.20
11/30/20	E. Plowman	B190	Review and analyze documents in adversary proceeding.	4.40
11/30/20	R. Quigley	B190	Analyze and code documents in productions.	8.90
11/30/20	H. Zimmer	B190	Confer with Elizabeth Plowman and Kyle Kolb concerning review of documents produced in adversary proceeding.	0.20
11/30/20	H. Zimmer	B190	Confer with Chris Carty on fee application.	0.10
11/30/20	H. Zimmer	B190	Review email from counsel for Blackstone concerning production in response to subpoena and confer with Kyle Kolb on same.	0.10
11/30/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	2.60
11/30/20	H. Zimmer	B190	Analyze documents produced in adversary proceeding.	15.90
TOTAL				\$169,588.50



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LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Anderson	7.80	415.00	3,237.00
C. Carty	14.20	785.00	11,147.00
D. Field	45.30	435.00	19,705.50
G. Fromer	22.40	420.00	9,408.00
K. Kolb	26.30	610.00	16,043.00
S. O'Donnell	0.30	1,025.00	307.50
E. Plowman	10.80	420.00	4,536.00
R. Quigley	109.40	420.00	45,948.00
L. Schepp	4.50	335.00	1,507.50
S. Stockman	12.60	435.00	5,481.00
N. Veliky	0.70	470.00	329.00
H. Zimmer	119.40	435.00	51,939.00
TOTAL	373.70		\$169,588.50

DISBURSEMENTS:

	<u>AMOUNT</u>
Messenger	65.50
Online Research	361.55
Pacer Charges	40.90
TOTAL:	<u>\$467.95</u>

PREVIOUS BILLS OUTSTANDING

<u>Invoice #</u>	<u>Invoice Date</u>	<u>Original Amount</u>	<u>Less Credits Applied</u>	<u>Balance</u>
358158	08/24/20	114,394.47	91,935.87	22,458.60
538312	10/22/20	330,797.92	265,261.82	65,536.10
539161	11/12/20	221,704.24	0.00	221,704.24
Total Outstanding				\$309,698.94

Exhibit D

Disbursement Summary

Duplication	\$2.52
E-Discovery Data Hosting	\$115.00
Online Research	\$394.01
Messenger	\$65.50
Other	\$70.00
Pacer Charges	\$77.2
Professional Fees – Consultant Fees	\$15,075.00
Total	\$15,799.23

Exhibit E

Itemized Disbursement

19609.0001 Itemized disbursements

Disbursement Details	Date ▲	Disb Code	Bill Amount	Narrative	Bill Disb Code	Actual Timekeeper	
Disb ID: 9214826	10/7/2020	Pacer charges (074)	\$36.30	Vendor: Pacer Service Center; Invoice#: 2560425-Q32020; Date: 10/7/2020 - Various court search charges - 3rd quarter 2020.	Pacer charges (074)	O'Donnell, Sean E. (1279)	
Disb ID: 9212529	10/16/2020	Miscellaneous (099)	\$70.00	MERCHANT: COURTSOLUTIONS, Date: 10/16/2020	Miscellaneous (099)	O'Donnell, Sean E. (1279)	
Disb ID: 9213130	11/1/2020	Online research - West (075)	\$16.23	Vendor: West Group - GSI Payment Center-Westlaw; Invoice#: 0843263233; Date: 11/1/2020	Online research - West (075)	Kolb, Kyle (1326)	
Disb ID: 9213131	11/1/2020	Online research - West (075)	\$16.23	Vendor: West Group - GSI Payment Center-Westlaw; Invoice#: 0843263233; Date: 11/1/2020	Online research - West (075)	Kolb, Kyle (1326)	
Disb ID: 9214333	11/19/2020	Printing (080)	\$2.52		Printing (080)	Carty, Christopher (1309)	
Disb ID: 9215305	11/24/2020	Printing (080)	\$0.00		Printing (080)	Carty, Christopher (1309)	
Disb ID: 9215811	11/30/2020	E-Discovery Data Hosting per Gig Charge (116)	\$15.00		E-Discovery Data Hosting per Gig Charge (116)	Herrick, Feinstein - Firm (0000)	
Disb ID: 9215710	11/30/2020	E-Discovery Data Hosting Minimum Charge (115)	\$100.00	Simon Property Group - Sears Bankruptcy	E-Discovery Data Hosting Minimum Charge (115)	Herrick, Feinstein - Firm (0000)	
Disb ID: 9217547	12/1/2020	Expert Witness Fees (026)	\$15,075.00	Vendor: Capital Market Risk Advisors; Invoice#: 2020-00272; Date: 12/1/2020	Expert Witness Fees (026)	O'Donnell, Sean E. (1279)	



Invoice ID: 2020-00272
Account number: 26
Project Id: 26
Invoice date: December 1, 2020

Capital Market Risk Advisors
4851 Tamiami Trail North
Suite 243
Naples, FL 34103
Attn: Accounting

Kyle Kolb

Herrick Feinstein LLP
2 Park Avenue
New York, NY 10016

Invoice Total			\$15,075.00
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See attached spreadsheet for invoice specification.

NAME	AVERAGE RATE	TOTAL HOURS	TOTAL AMOUNT
Nie	400.00	20.5	8,200.00
Niculescu	1,250.00	5.5	6,875.00
Grand Total	\$709.09	26.0	\$15,075.00

Please note the total unpaid balance to date is \$238,437.50

Please remit payment with the statement number to Capital Market Risk Advisors at the address listed above or via wire. Contact QBTeam@advancedprofessional.net for wire instructions.